

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item: 26112

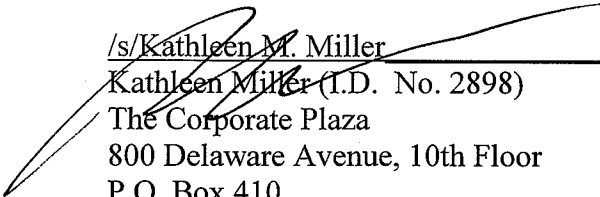
**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND
TAX CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
SHARED SERVICES PROJECT JULY 2010**

On January 25, 2011, PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants to the Debtors filed its Fee Application for Allowance of Compensation and Reimbursement of Expenses for the Shared Services project July 2010, (Docket No. 26112) (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on February 14, 2011. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 ("the Order"), the Debtor is authorized to pay PwC \$35,543.04 which represents eighty percent (80%) of the fees, and \$1,403.26 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: February 17, 2011

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CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of **February, 2011**, a copy of the ***No Order Required Certification of No Objection to Fee Application of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Allowance Of Compensation And Reimbursement Of Expenses for the Shared Services Project July 2010*** was served on the following parties in the manner herein indicated:

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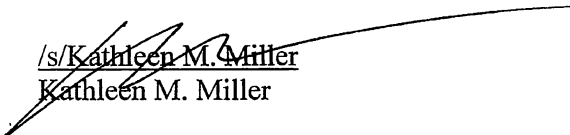
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